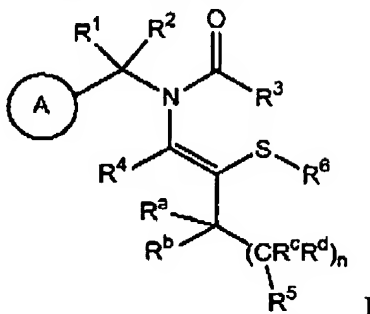


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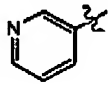
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Claim Amendments.

1. (currently amended): A compound of formula I:



or a pharmaceutically acceptable derivative, salt, ester, salt of an ester, stereoisomer, enantiomer, isotope, or tautomer thereof, wherein:



ring A is optionally substituted and is

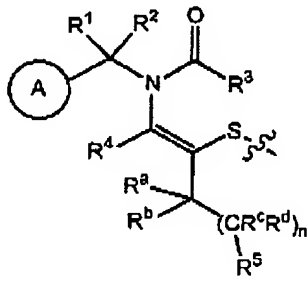
each R¹ and R² is independently H, alkyl, or fluoroalkyl;

R³ is H, alkyl, fluoroalkyl, aralkyl, carbocyclalkyl, heterocyclalkyl, carbocycl, heterocyclalkyl, aryl, heteroaryl, heteroaralkyl, -C(O)R, -OR, -(CH₂)₁₋₆OR, -(CH₂)₁₋₆N(R)₂, -N(R)₂, or -C(H)(OR)R;

R⁴ is H, alkyl, fluoroalkyl, -CO₂R, -CON(R)₂, carbocyclalkyl, carbocycl, heteroaryl, or heterocyclalkyl;

R⁵ is -OR⁷ or -NR⁸R⁹;

R⁶ is -C(O)R, -C(S)R, -C=C-C(O)R, -SR, -S-W-OR⁷, M₂, or Y;



Y is

;

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R^7 is R° , $-C(O)R$, $-C(O)N(R)_2$, $-C(O)OR$, $-(CH_2)_{1-6}-C(O)R$, $-PO_3M_x$,
 $-P(O)(alkyl)OM'$, $-(PO_3)_2M_y$, carbocyclyl, aryl, heterocyclyl, heteroaryl,
carbocyclylalkyl, aralkyl, heterocyclylalkyl, or heteroaralkyl, ~~or a tumor-targeting moiety;~~

x is 1 or 2;

y is 1, 2 or 3;

each M is independently H, Li, Na, K, Mg, Ca, Mn, Co, Ni, Zn, or alkyl;

M' is H, Li, Na, K, or alkyl;

R^8 is H or alkyl;

R^9 is H, alkyl, $-C(O)R$, $-C(O)N(R)_2$, $-C(O)OR$, $-SO_2R$, $-SO_2N(R)_2$, carbocyclyl,
aryl, heterocyclyl, heteroaryl, carbocyclylalkyl, aralkyl, heterocyclylalkyl, or
heteroaralkyl ~~or a tumor-targeting moiety;~~

each R^a and R^b is independently H, OR° , alkyl, or fluoroalkyl;

each R^c and R^d is independently H, alkyl, or fluoroalkyl;

n is 0-4;

W is alkylene, arylene, heteroarylene, carbocyclylene, or heterocyclylene;

R° is H or alkyl; and

R is R° , carbocyclyl, aryl, heterocyclyl, heteroaryl, carbocyclylalkyl, aralkyl,
heterocyclylalkyl, or heteroaralkyl.

2. (previously presented) The compound of claim 1, wherein R^6 is Y or -SR.

3. (cancelled).

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4. (currently amended) The compound of claim 1, wherein:

- i) R^1 , R^2 and R^4 are independently H, C_{1-6} alkyl or fluoro(C_{1-6} alkyl);
- ii) R^3 is H, alkyl, fluoroalkyl, $-(CH_2)_{1-6}OR$, $-(CH_2)_{1-6}N(R)_2$, $-NR^oC(O)R$, $-C(O)R$, $-C(H)(OR)R$, aralkyl, heterocyclyl, heterocyclylalkyl, heteroaryl, or heteroaralkyl;
- iii) R^6 is $-C=C-C(O)R$, $-SR$, $-S-W-OR^7$, M or Y ;
- iv) R^7 is H, alkyl, $-C(O)R$, $-PO_3M_x$, $-(PO_3)_2M_y$, $-P(O)(alkyl)OM^t$, $-C(O)N(R)_2$, or $-C(O)OR$, or a tumor-targeting moiety; or R^9 is H, alkyl, $-C(O)R$, $-C(O)N(R)_2$, $-C(O)OR$, $-SO_2R$, 5-membered heterocyclyl, or a 5-membered heteroaralkyl, or a tumor-targeting moiety; and
- v) n is 1.

5. (previously presented) The compound of claim 4, wherein R is R^o , carbocyclyl, aryl, heteroaryl, heterocyclyl, aralkyl, heterocyclylalkyl or heteroaralkyl.

6. (previously presented) The compound of claim 5, wherein R^o is H or C_{1-6} alkyl optionally substituted with halo, hydroxy or amino.

7. (previously presented) The compound of claim 4, wherein:

- i) ring A is optionally substituted with $-NH_2$, alkyl, $-OC(O)R^t$, halo, $-OR^t$, $-CF_3$, $-OCF_3$, $-SCF_3$, $-SR^t$, $-R^t$, $-NR^tC(O)R^t$, $-CO_2R^t$, $-NO_2$, $-N(R^t)_2$, $-CN$, $-C(O)R^t$, $-C(O)N(R^t)_2$, $-SO_2N(R^t)_2$, $-NR^tCO_2R^t$, $-C(O)C(O)R^t$, $-OC(O)N(R^t)_2$, $-S(O)_tR^t$, $-C(O)CH_2C(O)R^t$, $-NR^tSO_2R^t$, or $-C(=S)N(R^t)_2$; and R^t is 3-6 membered unsubstituted cycloalkyl, phenyl, benzyl, naphthyl, pyridyl, or C_{1-6} alkyl optionally substituted with halo;
- ii) R^3 is H, C_{1-6} alkyl, $-(CH_2)_{1-6}OR^o$ or $-CH(OR^o)R^o$;

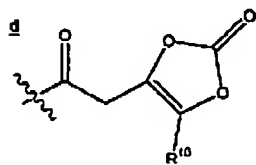
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iii) R^6 is $-C=C-C(O)R$, $-SR$, $-S-W-OR^7$ or Y ; and

iv) R^8 is H or C_{1-6} unsubstituted alkyl.

8. (currently amended) The compound of claim 7, wherein R^7 or R^9 is H , a polysaccharide, $[-C(O)CH(R)N(R)]_{2-3}-R$, ~~an antibody~~, or



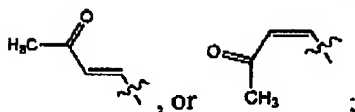
, wherein R^{10} is H , alkyl, or aryl.

9. (currently amended) The compound of claim 7, wherein:

i) R^1 , R^2 and R^4 are independently H , methyl, ethyl, $-CH_2F$, $-CHF_2$, or $-CF_3$;

ii) R^3 is H , methyl, ethyl, $-CH(OH)CH_3$, $-CH_2OH$, or $-CH_2CH_2OH$;

iii) R^6 is $-S-(\text{heterocyclalkyl})$, $(-S-(\text{unsubstituted } C_{1-6} \text{ alkyl}))$, Y ,

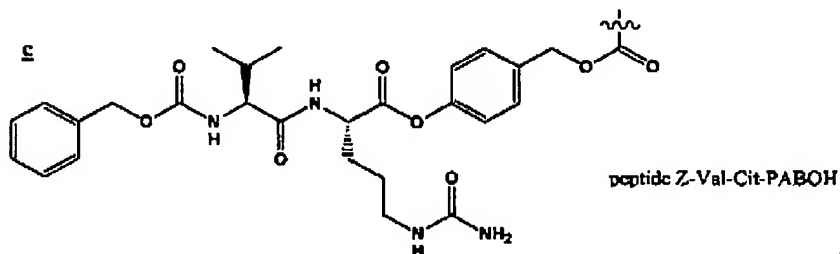
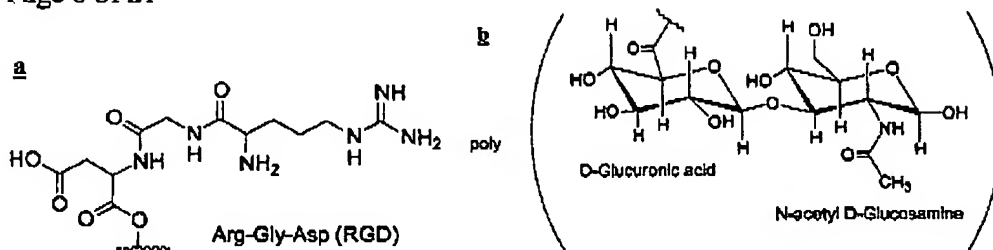


iv) R^8 is H , methyl, or ethyl; and

v) R^7 is H , methyl, ethyl, $-C(O)Me$, $-C(O)Et$, $-C(O)NMe_2$, $-C(O)-p-OMe$ -phenyl, $-C(O)O$ -phenyl, $-PO_3H_2$, $-P(O)(OMe)_2$, $-P(O)(OMe)OH$, $-P(O)(Me)OH$, $-P(O)(OH)OP(O)(OH)(OH)$, or R^{11} ; and R^{11} is selected from the group consisting of:

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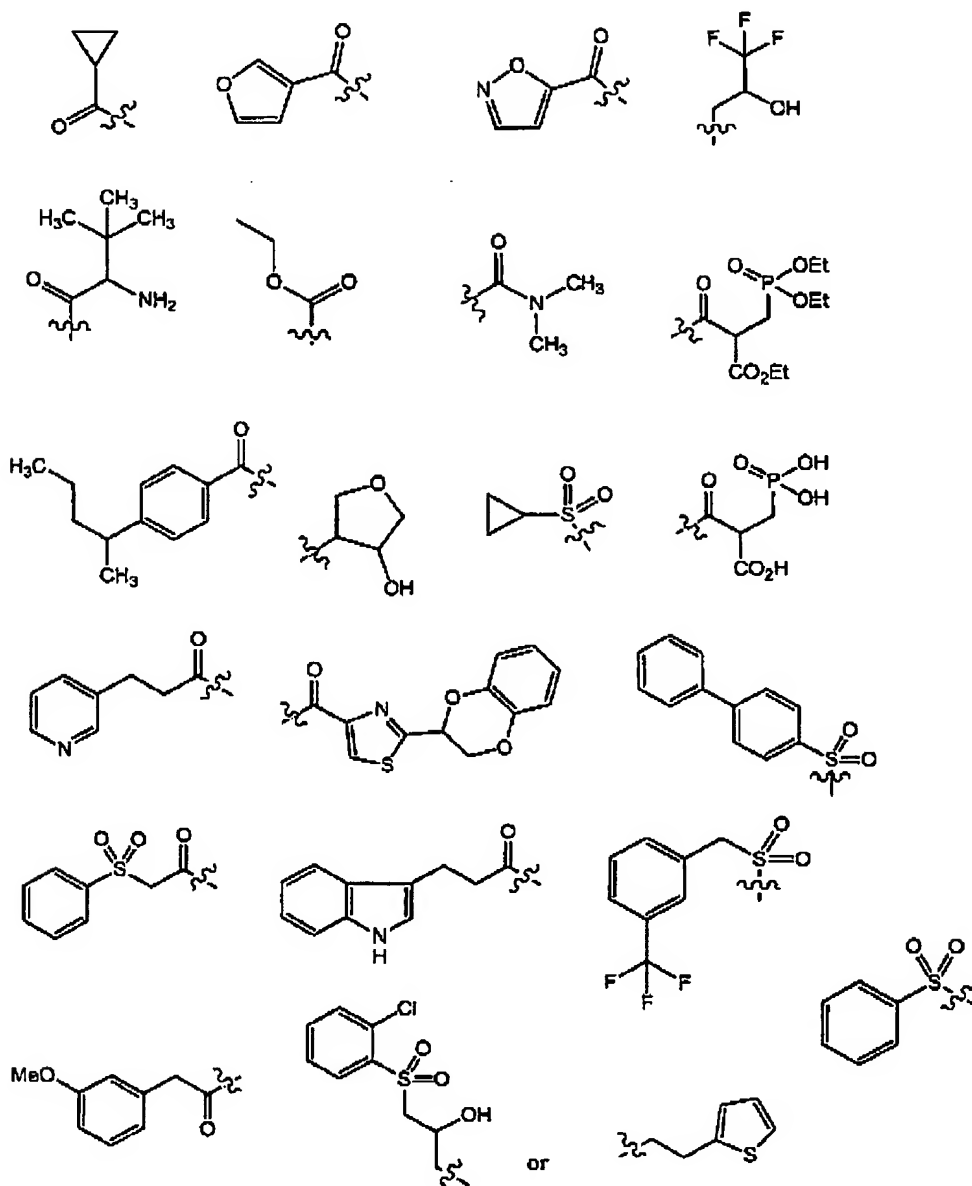


~~, and an antibody; or~~

R^9 is H, methyl, ethyl, R^{11} ,

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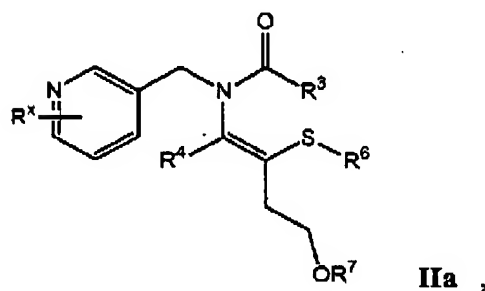


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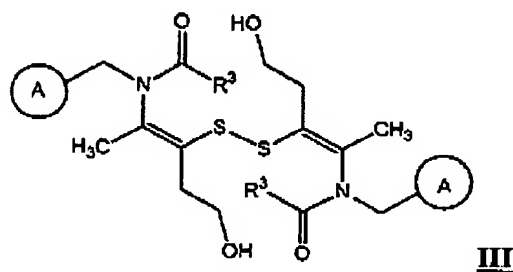
10. (currently amended) The compound of claim 1, wherein said compound is selected from the group consisting of the compounds of:

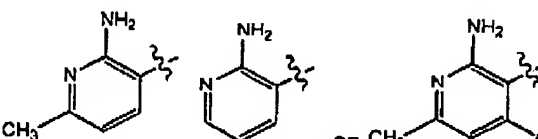

(1) formula **IIa**;



where R^3 and R^4 are independently H or alkyl, R^6 is $-SR$, R^7 is R^o , and R^x can be the same or different and is selected from the group consisting of alkyl and NH_2 ;

(2) formulae ~~III-13 to III-18~~;



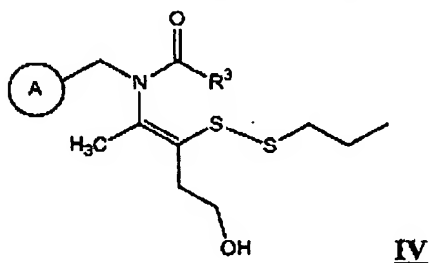
where A is , or , and R^3 is H or CH_3 ;

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and

(3) formulae ~~IV 13 to IV 18~~ **IV** :



where A is , or , and R³ is H or CH₃.

11. (previously presented) A pharmaceutical composition comprising a compound of claim 1 and a pharmaceutically acceptable carrier.

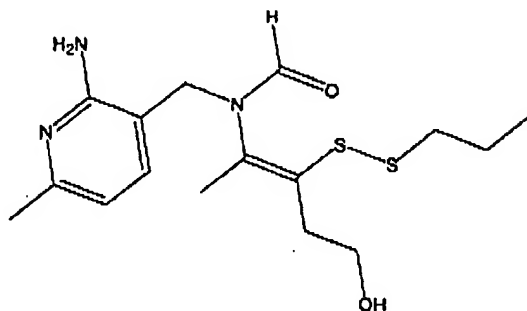
12.-22. (cancelled).

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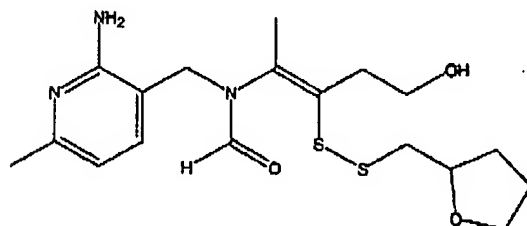
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23. (currently amended) A compound of the formula:

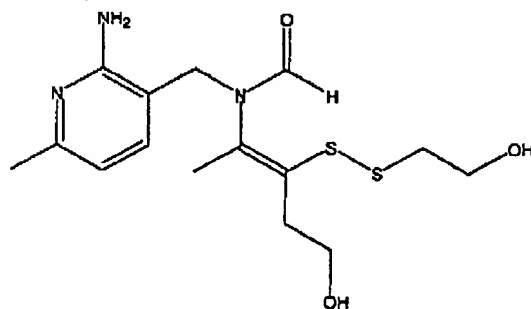
(a)



(b)



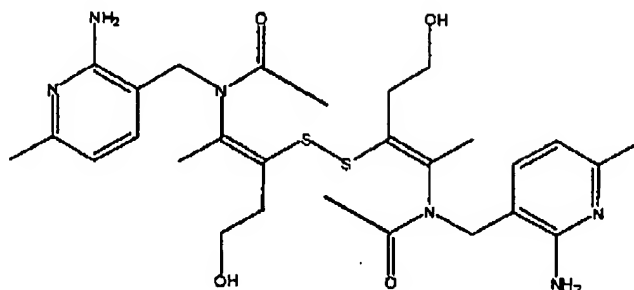
(c)



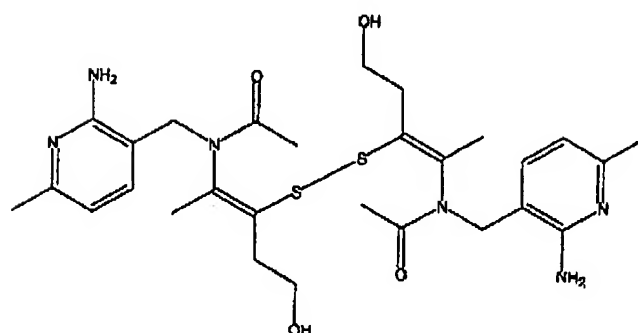
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(d)



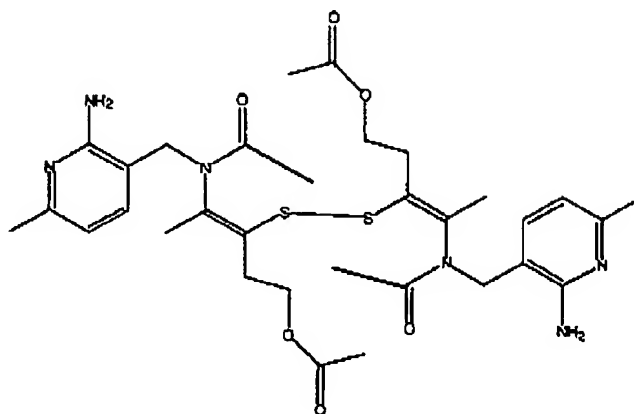
(e)



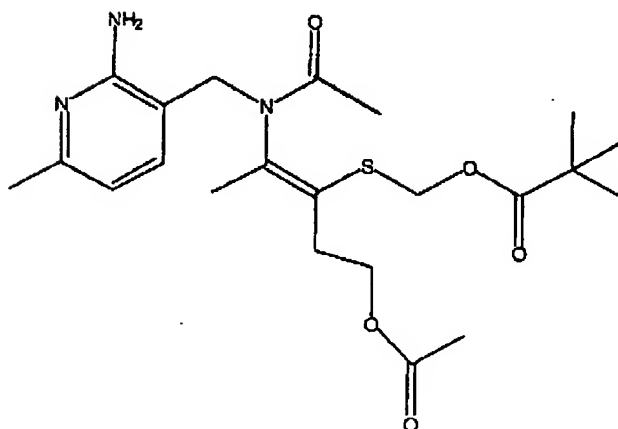
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(f)



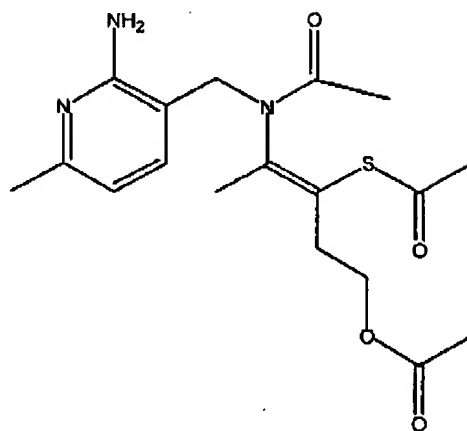
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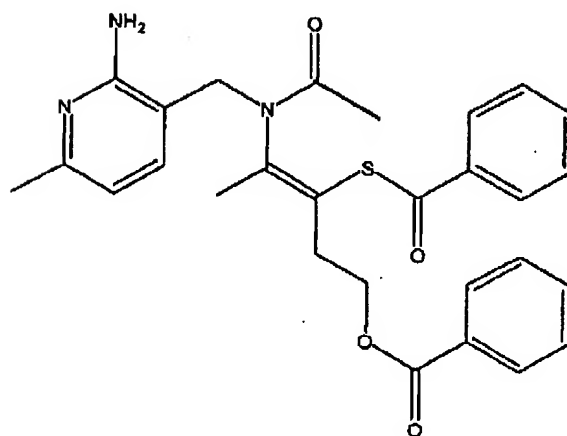
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(h)



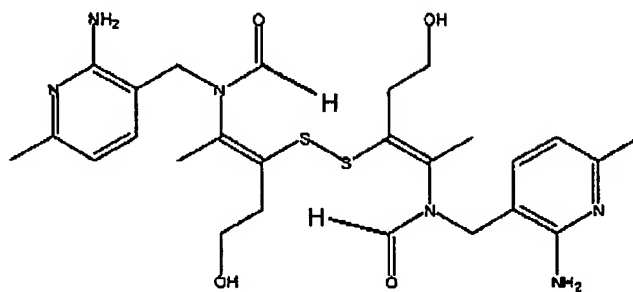
(i)



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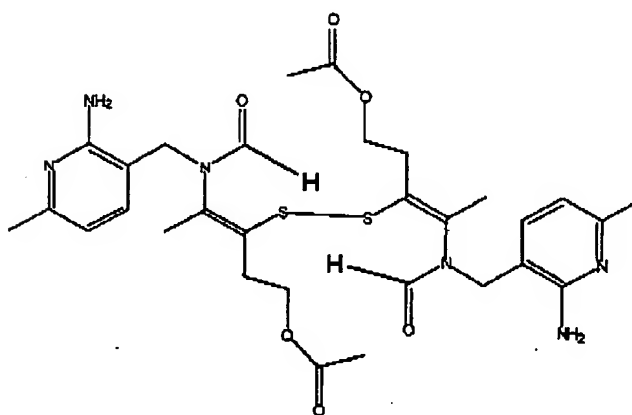
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(j)



;

(k)

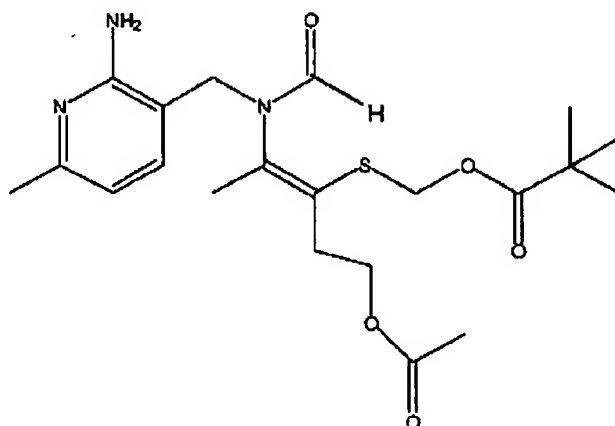


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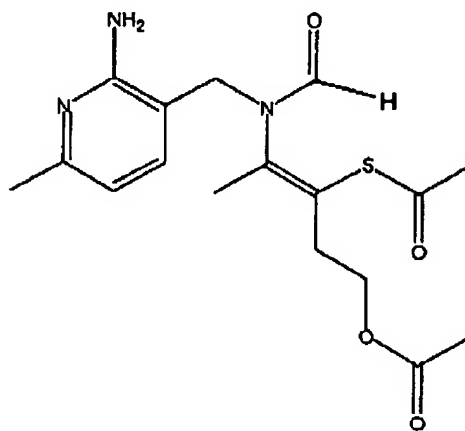
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(l)



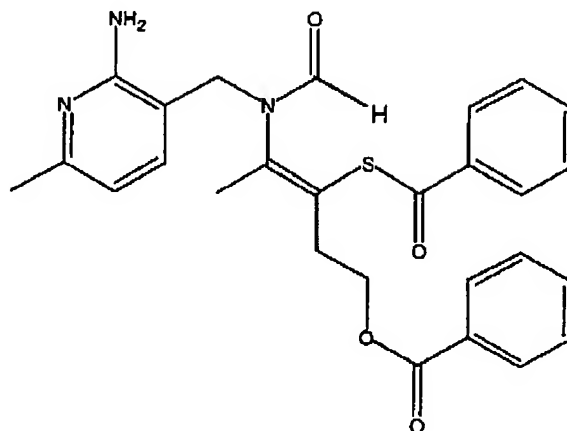
(m)



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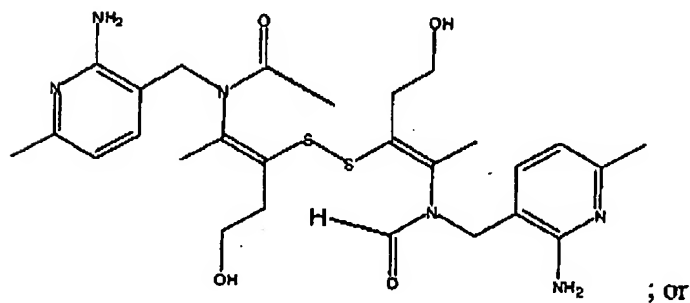
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(n)



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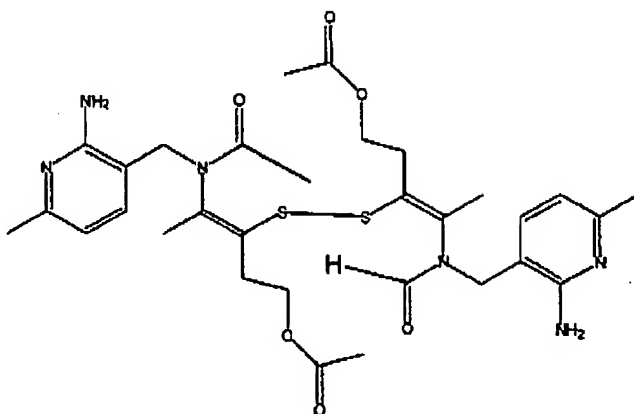
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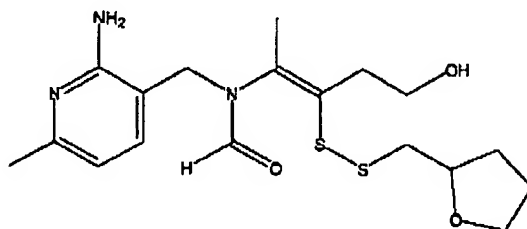
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(p)



or a pharmaceutically acceptable ~~derivative~~ salt, ester, salt of an ester, stereoisomer, enantiomer, isotope, or tautomer thereof.

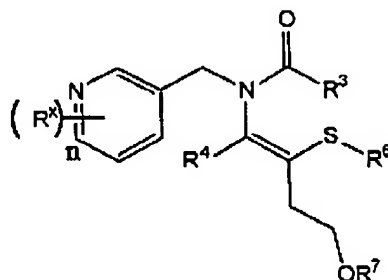
24. (previously presented) The compound of claim 23, wherein the compound is:



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25. (currently amended) A compound of the formula



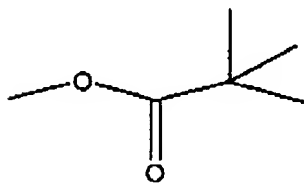
or a pharmaceutically acceptable derivative salt, ester, salt of an ester, stereoisomer, enantiomer, isotope, or tautomer thereof, wherein:

(a) R^3 and R^4 may each be the same or different to the extent they occur more than once in the compound and are independently H or alkyl;

(b) R^7 may be the same or different to the extent it occurs more than once in the compound and is independently R^o or $-C(O)R$, where R^o is H or alkyl and R is R^o , carbocyclyl, aryl, heterocyclyl, heteroaryl, carbocyclylalkyl, aralkyl, heterocyclylalkyl, or heteroaralkyl;

(c) R^x may be the same or different to the extent it occurs more than once in the compound and is independently alkyl or NH_2 ;

(d) R^6 is $-SR$, $-C(O)R$,



or

